

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW  
SUITE 750  
1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

TELECOPIER: (202) 371-0900

August 2, 1996

Recordation No. 5671-H

AUG 2 1996 - 10 15 AM

Dear Mr. Williams:

On behalf of Cypress Equipment Fund II, Ltd., a Florida limited partnership, as successor to Trust Company for USL, Inc., Successor Trustee/Lessor to W.H. Ruskaup and Ben Maushardt, original Trustee/Lessor, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Termination from Lease ("Release"), executed as of June 6, 1996, to be filed under Recordation No. 5671-H, said Release being a partial termination covering only specifically designated units of rolling stock released from the lease mentioned below.

The parties executing the Release are:

Cypress Equipment Fund II, Ltd., Successor to Trust Company for USL, Inc., Suite 1900 One Sansome Street San Francisco, CA 94104	— LESSOR
Union Carbide Corporation 39 Old Ridgebury Rd., E-1 Danbury, CT 06817	— LESSEE

The said Release is a release by the parties only as to those specifically designed units of rolling stock listed in Schedule A of the Release from the Lease of Railroad Equipment under Recordation No. 5671, and the Release should be recorded under the next available letter under Recordation No. 5671, which we believe is "-H".

The units of rolling stock covered by the enclosed Release are identified in Schedule A as attached.

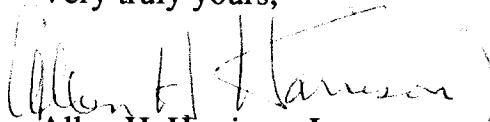
A short summary of the Release to appear in the STB Index is as follows:

"Release ONLY of units of rolling stock in Schedule A of Partial Termination from Lease."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the STB letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for Cypress Equipment  
Fund II, Ltd. for the purpose of  
this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

*Enclosures*

BY HAND

8307-020

Intercoastal #2  
Schedule A

DESCRIPTION RAIX NUMBER

1	10M GAL C/I CA	5020
2	10M GAL C/I CA	5045
3	10M GAL C/I CA	5046
4	10M GAL C/I CA	5047
5	10M GAL C/I CA	5050
6	20M GAL C/I CA	6103
7	20M GAL C/I CA	6112
8	20M GAL C/I CA	6115
9	20M GAL C/I CA	6116
10	20M GAL C/I CA	6118
11	20M GAL C/I CA	6129
12	20M GAL C/I CA	6145
13	20M GAL C/I CA	6158
14	20M GAL C/I CA	6171
15	20M GAL C/I AL	9008
16	20M GAL C/I AL	9009

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001**

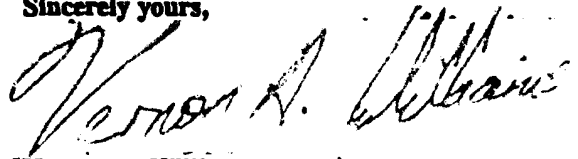
August 2, 1996

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue NW  
Suite 750  
Washington DC 20005-3934

**Dear Mr. Harrison:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/2/96 at 10:45AM , and assigned recordation number(s). 5671-H and 10772-F .

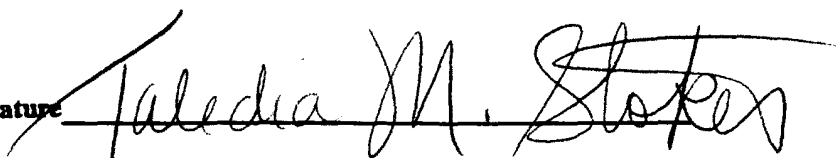
Sincerely yours,

  
Vernon A. Williams  
Secretary

**Enclosure(s)**

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



PARTIAL TERMINATION FROM LEASE

5671-H  
RECORDED 11/1/93

AUG 2 1996 -10 11 AM

KNOW ALL PERSONS BY THESE PRESENTS THAT:

FILED 11/1/93

WHEREAS, W.H. Ruskaup and Ben Maushardt, as Trustee under a Trust Agreement dated as of April 1, 1970 (Union Carbide Corporation U.C. Trust No. 1), as Lessor, United States Leasing International, Inc., as Agent for the Lessor, ("Agent") and Union Carbide Corporation, as Lessee, entered into a Lease of Railroad Equipment ("Lease") April 1, 1970, whereby certain designated unites of rolling stock were leased by the Lessor to the Lessee, and

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission ("ICC") on April 15, 1970 under Recordation No. 5671, and

WHEREAS, Wells Fargo Bank, National Association, as Assignor/Transferor, and Bankers Trust Company of California, National Association, as Assignee/Transferee did enter into that certain Agreement to Assign and Transfer Interest in Lease of Railroad Equipment dated August 17, 1987, filed and recorded with the ICC on March 15, 1988 under Recordation No. 5671-A, and

WHEREAS, Bankers Trust Company of California, National Association as Assignor/Transferor, and First Trust of California, National Association, as Assignee/Transferee did enter into that certain Agreement to Assign and Transfer Interest in Lease of Railroad Equipment dated July 6, 1992, filed and recorded with the ICC on July 6, 1992, under Recordation No. 5671-B, and

WHEREAS, Union Bank, as Trustor, Trust Company for USL, Inc., as Successor Trustee and United States Leasing International, Inc., as Agent did enter into that certain Appointment of Successor Trustee under Trust Agreement, dated as of September 28, 1993, filed and recorded with the ICC on October 1, 1993, under Recordation No. 5671-C, whereby Trust Company or USL, Inc., became the Successor Trustee to W.H. Ruskaup and Ben Maushardt and thus successor Lessor under the Lease, and

WHEREAS, by that certain Assignment of January 2, 1996, Trust Company for USL, Inc., not individually, but solely as Successor Trustee/Lessor, did assign, set over and transfer all of the its right, title and interest in the Lease to Cypress Equipment Fund II, Ltd., and

WHEREAS, as to the units of rolling stock identified from the Lease as listed in attached Schedule A, the term of lease has ended and not been extended, and while certain duties, obligations and payments under the Lease (including but not limited to the Lessee's obligation to return the units of rolling stock in a condition consistent with the provisions of the Lease) have yet to be fulfilled, the parties hereto agree that for purposes of the public record, the Lease is expired as to the aforesaid units;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, the Lessor and the Lessee do hereby terminate the lease interest created by the Lease only as to the units in attached Schedule A, and execute, file and record this Partial Termination from Lease for the purpose of officially terminating of record in the files of the Surface Transportation Board the Lease only as to the units in attached Schedule A.

IN WITNESS WHEREOF, the Lessor and the Lessee have duly executed this Partial Termination from Lease as of this 63 day of June, 1996.

UNION CARBIDE CORPORATION, LESSEE

By: F. E. Glandberg  
Name: F. E. GLANDBERG  
Title: PURCHASING AGENT

CYPRESS EQUIPMENT FUND II, LTD., LESSOR

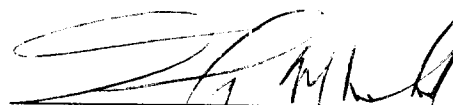
By: Matt Chen  
Name: Matt Chen  
Title: U.P.

STATE OF CONNECTICUT)  
COUNTY OF Fairfield)

SS:

On this 6<sup>th</sup> day of JUNE, 1996 before me personally appeared F. CLANTZBERG, to be personally known, who being by me duly sworn, says that he/she is the JOSEPHINE ALEVY of Union Carbide Corporation, that the foregoing instrument was signed on behalf of Union Carbide Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the Union Carbide Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public

[SEAL]

My Commission Expires:

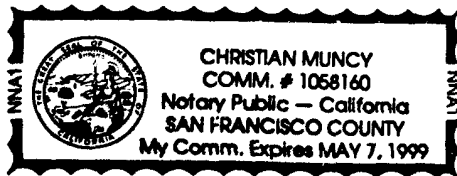
THOMAS M. MAKOWSKI  
NOTARY PUBLIC OF CONNECTICUT  
My Commission Expires Nov. 30, 1997

STATE OF California )  
 )  
COUNTY OF San Francisco )

SS:

On this 26 day of June, 1996 before me personally appeared Matt Chase, to be personally known, who being by me duly sworn, says that he/she is the Vice President of Cypress Equipment Fund II, Ltd., ("Cypress"), that the foregoing instrument was signed on behalf of Cypress and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Cypress.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[Signature]  
Notary Public

[SEAL]

My Commission Expires:



Intercoastal #2  
**Schedule A**

DESCRIPTION   RAIX NUMBER

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